

Hearing Date and Time: May 21, 2019 at 10:00 am (Eastern)
Objection Deadline: May 14, 2019 at 4:00 pm (Eastern)

THE SARACHEK LAW FIRM

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Attorneys for Mien Co. Ltd.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDING CORPORATION, *et al.*¹,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

Jointly Administered

**NOTICE OF HEARING ON MOTION OF MIEN CO. LTD. TO
ALLOW AND COMPEL PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
UNDER 11 U.S.C. § 503(b) FOR JACLYN SMITH BRANDED AND
PRIVATE LABEL GOODS DELIVERED TO THE DEBTOR POST-PETITION**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that a hearing on the attached motion (the “Motion”) of Mien Co. Ltd. (“Mien”) to allow and compel payment of administrative expense claim under 11 U.S.C. § 503(b) for Jaclyn Smith branded and private label goods delivered to Sears, Roebuck & Co., a debtor and debtor in possession in the above-captioned chapter 11 cases (the “Debtor”), post-petition, as more fully set forth in the Motion, will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 118, 300 Quarropas Street, White Plains, New York, 10601-4140 (the “Bankruptcy Court”) on May 21, 2019 at 10:00 a.m. (Eastern Time) (the “Hearing”), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objection (“Objections”) to the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405), so as to be filed and received no later than May 14, 2019 at 4:00 p.m. (Eastern Time) (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion, Mien may, on or after the Objection Deadline, submit to the

Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

Date: New York, NY
April 23, 2019

Respectfully submitted,

THE SARACHEK LAW FIRM

/s/ Joseph E. Sarachek
Joseph E. Sarachek
101 Park Avenue – 27th Floor New York, NY.
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Facsimile: (646) 861-4950
joe@saracheklawfirm.com

Hearing Date and Time: May 21, 2019 at 10:00 am (Eastern)
Objection Deadline: May 14, 2019 at 4:00 pm (Eastern)

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Attorneys for Mien Co. Ltd.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDING CORPORATION, *et al.*¹,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**MOTION OF MIEN CO. LTD. TO ALLOW AND COMPEL
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
UNDER 11 U.S.C. § 503(b) FOR JACLYN SMITH BRANDED AND
PRIVATE LABEL GOODS DELIVERED TO THE DEBTOR POST-PETITION**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE

Mien Co. Ltd. (“Mien”) respectfully represents as follows in support of this motion (the “Motion”):

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

RELEVANT BACKGROUND

2. On October 15, 2018 (the “Commencement Date”), Sears, Roebuck & Co., a debtor and debtor in possession in the above-captioned chapter 11 cases, (the “Debtor” and, with the other debtors and debtors in possession in the above-captioned chapter 11 cases, the “Debtors”) commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Debtor Purchases Jaclyn Smith and Private Label Goods From Mien

3. On or about September 24, 2018, Sears, the Debtor ordered various goods from Mien pursuant to Invoices 291822119890 and 201822120138, (the “Invoices”) copies of which are attached hereto as Exhibit A. The goods consist of ladies’ handbags.

4. The goods identified in the Invoices were shipped from mainland China prior to the Debtors' bankruptcy filing and delivered to the Debtors subsequent to the bankruptcy filing. Mien is currently owed \$14,286.30 for these goods.

6. On the Commencement Date, the Debtors filed the Motion of Debtors for Interim and Final Authority to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Orders Delivered to the Debtors Post-petition, and Satisfy Such Obligations in the Ordinary Course of Business [ECF No. 14] (the "First Day Motion").

7. Pursuant to the First Day Motion, the Debtors sought entry of an order "granting administrative priority status to all undisputed obligations of the Debtors owing to third party vendors and suppliers arising from the post-petition delivery of goods ordered prior to the Commencement Date and authorizing the Debtors to pay such obligations in the ordinary course of business." First Day Motion ¶ 5. With respect to this request, the Debtors represented to the Court as follows:

Pursuant to section 503(b) of the Bankruptcy Code, obligations that arise in connection with the post-petition delivery of necessary goods and services are afforded administrative expense priority because they benefit the estate post-petition. 11 U.S.C. § 503(b)(1)(A); see *In re Chateaugay Corp.*, 10 F.3d 944, 956 (2d Cir. 1993) (holding that an obligation arising from the post-petition performance relating to a prepetition transaction is entitled to administrative expense priority) *In re A.C.E. Elevator Co., Inc.*, 347 B.R. 473, 481 (Bankr. S.D.N.Y. 2006) (holding that to receive a claim under section 503 a claimant must provide a post-petition benefit to the estate). Additionally, under section 363 of the Bankruptcy Code, the Debtors can continue to operate in the ordinary course of business including **honoring post-petition obligations under Prepetition Orders without prior court approval.**

Accordingly, granting the relief sought herein with respect to the Prepetition Orders will not provide the Vendors with any greater priority than they would otherwise

be entitled to, and will not prejudice any part [sic] in interest. Absent such relief, the Debtors may be required to expend substantial time and effort reissuing the Prepetition Orders to provide their vendors with assurance of administrative priority. This disruption to the continuous flow of goods and services to the Debtors would seriously impact the Debtors' ability to operate their business. Without the support of their vendors, the Debtors will incur significant costs and lose valuable business relationships to the detriment of all parties in interest. **Therefore, the obligations owed under the Prepetition Orders relating to goods delivered post-petition should be explicitly granted administrative expense status.** First Day Motion ¶¶ 34, 35 (emphasis added).

8. On November 20, 2018, the Court entered the Final Order Authorizing Debtors to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Orders Delivered to the Debtors Post-petition, and Satisfy Such Obligations in the Ordinary Course of Business [ECF No. 843] (the "Final Order"). The Final Order provides, in relevant part, as follows:

All undisputed obligations of the Debtors arising from the post-petition delivery or shipment by [sic] of goods under the Prepetition Orders are granted administrative expense priority status pursuant to section 503(b)(1)(A) of the Bankruptcy Code, and the Debtors are authorized, but not directed, to pay such obligations in the ordinary course of business consistent with the parties' customary practices in effect prior to the Commencement Date. Final Order ¶ 8.

9. As set forth in the Affidavit of Michelle Chan [Dkt. 2883], on numerous occasions, Mien has contacted the Debtor to request payment for Jaclyn Smith branded and private label goods delivered post-petition. Moreover, Mien's counsel, SLF, has contacted both Debtor's counsel, Weil Gotshal, and counsel to ESL/Transform, Cadwalader, to request these payments. It seems clear that Mien is subject to a dispute which exists between the Debtor and ESL/Transform with respect to which party is obligated to pay for post-petition goods. Irrespective of which party is responsible, Mien deserves to be paid – immediately. By this Motion, Mien requests that this Court instruct the Debtor to pay Mien within seven (7) days.

RELIEF REQUESTED

10. Mien requests, pursuant to sections 105(a) and 503(b) of the Bankruptcy Code, and the Final Order, entry of an order, substantially in the form attached hereto as Exhibit B, (i) granting Mien an allowed administrative expense claim in the amount of \$14,286.30 under section 503(b)(1)(A) of the Bankruptcy Code or, alternatively, section 503(b)(9) of the Bankruptcy Code for Craftsman branded goods delivered to the Debtor post-petition, and (ii) requiring the Debtor to pay such allowed administrative expense claim within seven (7) days after the entry of the order.

BASIS FOR RELIEF

I. Mien Is Entitled To An Administrative Expense Claim Under The Final Order And Section 503(b)(1)(A) Of The Bankruptcy Code.

11. The Final Order provides that “[a]ll undisputed obligations of the Debtors arising from the post-petition delivery or shipment by [sic] of goods under the Prepetition Orders are granted administrative expense priority pursuant to section 503(b)(1)(A) of the Bankruptcy Code[.]” Final Order ¶ 8. Section 503(b)(1)(A) provides for the allowance, as an administrative expense, the “actual, necessary costs and expenses of preserving the estate[.]” 11 U.S.C. § 503(b)(1)(A). Section 105(a) of the Bankruptcy Code allows a bankruptcy court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of” the Bankruptcy Code, including section 503(b). 11 U.S.C. § 105(a).

12. The amounts owed to Mien for the Jaclyn Smith and private label goods shipped and delivered to Sears Holding Corporation’s warehouse after the Commencement Date are undisputed obligations of the Debtors arising from the post-petition delivery or shipment of goods under prepetition orders. Accordingly, they are entitled to administrative expense priority pursuant to the Final Order and section 503(b)(1)(A) of the Bankruptcy Code.

13. Moreover, the Debtors and its estates are already benefiting from the goods delivered as they have been available for sale in the Debtors stores.

14. The Debtor should be required to immediately pay Mien for the goods delivered. Under the Final Order, the Debtor is authorized “to pay such obligations in the ordinary course of business consistent with the parties’ customary practices in effect prior to the Commencement Date.” Final Order ¶ 8. It would be patently unfair, and without legal basis, for the Debtors to pay some administrative expense claimants who supply goods to the Debtors postpetition in the ordinary course of business and not pay others, such as Mien. See, e.g., 11 U.S.C. §§ 507, 1122(a), 1123(a)(4); *Hall v. Perry (In re Cochise College Park, Inc.)*, 703 F.2d 1339, 1356 n. 22 (9th Cir. 1983) (“All administrative expense creditors must be treated with ‘absolute equality,’ unless, of course, some creditors, with full knowledge of the fact, have agreed to subordinate their claims.”) (citation omitted). Accordingly, the Debtor should be compelled to pay the amount owed to Mien within seven (7) days after the entry of the order.

II. Alternatively, Mien Is Entitled To An Administrative Expense Claim Under 11 U.S.C. § 503(b)(9).

15. Section 503(b)(9) of the Bankruptcy Code provides as follows:

(b) After notice and a hearing, there shall be allowed administrative expenses, other than claims allowed under section 502(f) of this title, including—

(9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor’s business. 11 U.S.C. § 503(b)(9).

16. To the extent that the Court determines that Mien is not entitled to an administrative expense claim under the Final Order and/or section 503(b)(1)(A) of the Bankruptcy Code for the goods delivered to the Debtor post-petition, but shipped prepetition,

Mien is entitled to an administrative expense claim under section 503(b)(9) of the Bankruptcy Code.

CONCLUSION

For the foregoing reasons, Mien respectfully requests that the Court (a) enter an order, substantially in the form attached hereto as Exhibit B, (i) granting Mien an allowed administrative expense claim in the amount of \$14,286.30 on account of the Jaclyn Smith branded and private label goods shipped and delivered to the Debtors after the Commencement Date, and (ii) requiring the Debtor to pay such allowed administrative expense claim, and (b) grant such other and further relief to Mien as the Court deems just and proper.

Date: New York, NY
April 23, 2019

Respectfully submitted,

THE SARACHEK LAW FIRM

/s/ Joseph E. Sarachek
Joseph E. Sarachek
101 Park Avenue – 27th Floor New York, NY.
10178 Telephone: (646) 517-5420
Facsimile: (646) 861-4950
joe@saracheklawfirm.com

EXHIBIT A

COMMERCIAL INVOICE

DATE: September 24, 2018

INVOICE NO.: 201822119890

9607
MIEN CO LTD
A5-B,BLK A,12/F,HONGKONG IND CENTRE
489-491 CASTLE PEAK RD, LAI CHI KOK
KOWLOON
Hong Kong

TO: SEARS ROEBUCK & CO.
3333 Beverly Road
Hoffman Estates, IL 60179
US

SHIPPED FROM: Yantian, China

SHIPPED TO: Chambersburg, PA

MODE OF TRANSPORTATION: Ocean

FOB China

MARKS AND NUMBERS	DESCRIPTION OF GOODS	QUANTITY (CARTONS)	QUANTITY (PER UNIT PRICE)	UNIT PRICE	AMOUNT (US\$ PER)
SEARS	SL6611	25	150	4.650 USD	697.50 USD
		CARTONS	PIECES	PIECES	

ITEM: 570052931243
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES
SEARS DIV 688
SEARS ITEM/SKU 39643/099

ME-18-4150-S
MINI CROSSBODY WITH JS LOGO
SEARS //JACLYN SMITH// LADIES
JACQUARD JS SAFFIANO PVC HANDBAG WITH FRONT AND BACK 5# ZIPPER COMPARTMENT.
METAL LOGO ON FRONT,METAL D RING AND DOGCLIP FOR LONG SHOULDER STRAP WITH METAL
BUCKEL FOR ADJUSTING THE LENGTH ,INTERIOR FLOCK CLOTH LINING PHONE POCKET AND 3#
NYLON ZIPPER POCKET.BACK ZIP COMPARTMENT 5# NYLON ZIPPER.
FABRICATION:
SHELL : 100% PVC
LINING:100 POLYESTER
SIZE: 8.4" X 6" X 2.6"

CONTRACT NO.	SL6611	REFERENCE NO.	803P
DC CODE	PCD	DEPARTMENT NO.	030
DIVISION NO.	Division 4	VENDOR NO.	9607
VENDOR ITEM CODE	ME-18-4150-S	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	RNONE

FACTORY NO. 105607
DONGGUAN YONGSHENG HANDBAG CO., LTD
UNIT 2, ZHONGXIN ROAD
YICUN VILLAGE
DONGGUAN / ZHONGTANG
GUANGDONG
China
FTY MID NO. CNDONYON2DON

SEARS	SL6618	MINI CROSS BLACK	69	69	27.900 USD	1,925.10 USD
			CARTONS	AST	AST	

ITEM: 570052931730
MADE IN CHINA (MAINLAND)
CONTENTS 1 ASSORTMENT
SEARS DIV 688
SEARS ITEM/SKU 39642/

ME-18-4150-S
MINI CROSSBODY WITH JS LOGO
SEARS //JACLYN SMITH// LADIES, SIZE: 8.4" X 6" X 2.6"
JACQUARD JS SAFFIANO PVC HANDBAG WITH FRONT AND BACK 5# ZIPPER COMPARTMENT.
METAL LOGO ON FRONT,METAL D RING AND DOGCLIP FOR LONG SHOULDER STRAP WITH METAL
BUCKEL FOR ADJUSTING THE LENGTH ,INTERIOR FLOCK CLOTH LINING PHONE POCKET AND 3#
NYLON ZIPPER POCKET.BACK ZIP COMPARTMENT 5# NYLON ZIPPER.
FABRICATION:
SHELL : 100% PVC
LINING:100 POLYESTER

DATE: September 24, 2018

INVOICE NO.: 201822119890

9607
 MIEN CO LTD
 A5-B,BLK A,12/F,HONGKONG IND CENTRE
 489-491 CASTLE PEAK RD, LAI CHI KOK
 KOWLOON
 Hong Kong

TO: SEARS ROEBUCK & CO.
 3333 Beverly Road
 Hoffman Estates, IL 60179
 US

SHIPPED FROM: Yantian, China

SHIPPED TO: Chambersburg, PA

MODE OF TRANSPORTATION: Ocean

FOB China

CONTRACT NO.	SL6818	REFERENCE NO.	803P
DC CODE	PCD	DEPARTMENT NO.	030
DIVISION NO.	Division 4	VENDOR NO.	9607
VENDOR ITEM CODE	ME-18-4150-S	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	RNONE

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

SEARS	SL6827	FLORAL PRI BLACK FLORAL	125	125	40.800 USD	5,100.00 USD
			CARTONS	AST	AST	

ITEM: 560013121157
 MADE IN CHINA (MAINLAND)
 CONTENTS 1 ASSORTMENT
 SEARS DIV 688
 SEARS ITEM/SKU 39715/

Style : ME-18-4403-S
 SEARS // NO BRAND// Ladies Handbag
 FLORAL PRINT BACKPACK
 DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION BRASS ZIPPER FOR FRONT POCKET
 AND MAIN CLOSURE,FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH,BACK STRAPS AND
 HANDLE IN FLORAL PVC SLIDER AND SQUARE BUCKLE FOR HOLDING THE CACK STRAPS .LONG
 PVC STRPE WITH DOG CLIP ATTACH 3D FLORAL FOR DECORATION.ZIPPER PULLERS IN PVC
 AND METAL D RING.
 Fabrication:
 SHELL: 100% PVC
 LINGING:100% POLYESTER
 TRIM:100% PVC , ZIPPER-5# IMITATION BRASS ZIPPER , 8-9 STITCHES PER
 Item size:10.5" x 9" x 4.5"

CONTRACT NO.	SL6827	REFERENCE NO.	801P
DC CODE	PCD	DEPARTMENT NO.	030
DIVISION NO.	Division 4	VENDOR NO.	9607
VENDOR ITEM CODE	ME-18-4403-S	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	RNONE

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

DATE: September 24, 2018

INVOICE NO.: 201822118890

9607
MIEN CO LTD
A5-B,BLK A,12F,HONGKONG IND CENTRE
489-491 CASTLE PEAK RD, LAI CHI KOK
KOWLOON
Hong Kong

TO: SEARS ROEBUCK & CO.
3333 Beverly Road
Hoffman Estates, IL 60179
US

SHIPPED FROM: Yantian, China
MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA

FOB China

SEARS	SL6845	FLORAL PRI NO SIZE BLACK	25	150	6.800 USD	1,020.00 USD
			CARTONS	PIECES	PIECES	

ITEM: 560013121132
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES
SEARS DIV 688
SEARS ITEM/SKU 39715/099

STYLE : ME-18-4403-S
SEARS // NO BRAND// LADIES HANDBAG
FLORAL PRINT BACKPACK
DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION BRASS ZIPPER FOR FRONT POKKRT
AND MAIN CLOSURE,FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH,BACK STRAPS AND
HANDLE IN FLORAL PVC SLIDER AND SQUARE BUCKLE FOR HOLDING THE CACK STRAPS .LONG
PVC STRPE WTTTH DOG CLIP ATTACH 3D FLORAL FOR DECORATION.ZIPPER PULLERS IN PVC
AND METAL D RING.
ITEM SIZE:10.5" X 9" X 4.5"
FABRICATION:
SHELL: 100% PVC
LINGING:100% POLYESTER
TRIM-100% PVC , ZIPPER-5# IMITATION BRASS ZIPPER , 8-9 STITCHES PER

CONTRACT NO.	SL6845	REFERENCE NO.	801P
DC CODE	PCD	DEPARTMENT NO.	030
DIVISION NO.	Division 4	VENDOR NO.	9607
VENDOR ITEM CODE	ME-18-4403-S	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	RNONE

FACTORY NO. 105607
DONGGUAN YONGSHENG HANDBAG CO., LTD
UNIT 2, ZHONGXIN ROAD
YICUN VILLAGE
DONGGUAN / ZHONGTANG
GUANGDONG
China
FTY MID NO. CNDONYON2DON

SEARS	SL6845	FLORAL PRI NO SIZE WHITE	25	150	6.800 USD	1,020.00 USD
			CARTONS	PIECES	PIECES	

ITEM: 560013121140
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES
SEARS DIV 688
SEARS ITEM/SKU 39852/099

STYLE : ME-18-4403-S
SEARS // NO BRAND// LADIES HANDBAG
FLORAL PRINT BACKPACK
DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION BRASS ZIPPER FOR FRONT POKKRT
AND MAIN CLOSURE,FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH,BACK STRAPS AND
HANDLE IN FLORAL PVC SLIDER AND SQUARE BUCKLE FOR HOLDING THE CACK STRAPS .LONG
PVC STRPE WTTTH DOG CLIP ATTACH 3D FLORAL FOR DECORATION.ZIPPER PULLERS IN PVC
AND METAL D RING.
ITEM SIZE:10.5" X 9" X 4.5"
FABRICATION:
SHELL: 100% PVC
LINGING:100% POLYESTER
TRIM-100% PVC , ZIPPER-5# IMITATION BRASS ZIPPER , 8-9 STITCHES PER

DATE: September 24, 2018

INVOICE NO.: 201822119890

9607
 MIEN CO LTD
 A5-B,BLK A,12/F,HONGKONG IND CENTRE
 489-491 CASTLE PEAK RD, LAI CHI KOK
 KOWLOON
 Hong Kong

TO: SEARS ROEBUCK & CO.
 3333 Beverly Road
 Hoffman Estates, IL 60179
 US

SHIPPED FROM: Yantian, China
 MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA

FOB China

CONTRACT NO.	SL6845	REFERENCE NO.	801P
DC CODE	PCD	DEPARTMENT NO.	030
DIVISION NO.	Division 4	VENDOR NO.	9607
VENDOR ITEM CODE	ME-18-4403-S	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	RNONE

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

PAYMENT TERM Open Acct
 ORDER PAYMENT TERMS
 DRAWN UNDER OPEN ACCOUNT
 LC# NO LC

	QUANTITY (CARTONS)	QUANTITY (INVOICE UNITS)	AMOUNT (US\$)
TOTAL INVOICE	269	450	9,762.60 USD
		184	ASSORTMENTS

TOTAL US DOLLARS NINE THOUSAND SEVEN HUNDRED SIXTY-TWO DOLLARS AND SIXTY CENTS ONLY.

We hereby certify that this shipment does not contain solid wood packing material.

MIEN CO LTD	
EMPLOYEE NAME	
EMPLOYEE TITLE	

DATE: September 24, 2018
INVOICE NO.: 201822120138

6056
MIEN CO LTD
A5-B,BLK A,12F,HONGKONG IND CENTRE
489-491 CASTLE PEAK RD, LAI CHI KOK
KOWLOON
Hong Kong

TO: KMART CORPORATION
3333 Beverly Road
Hoffman Estates, IL 60179
US

SHIPPED FROM: Yantian, China
MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA
FOB China

MARKS AND NUMBERS	DESCRIPTION OF GOODS	QUANTITY (CARTONS)	QUANTITY (PER UNIT PRICE)	UNIT PRICE	AMOUNT (US\$ PER)
KMART	B2WZS	51	306	4.650 USD	1,422.90 USD
		CARTONS	PIECES	PIECES	

ITEM: 810047912084
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES

DESCRIPTION:
STYLE# ME-18-4150-K MINI CROSSBODY WITH JS LOGO PATTERN
JACQUARD JS SAFFIANO PVC WITH FRONT AND BACK 5# ZIPPER COMPARTMENT, JACLYN
SMITH METAL LOGO ON FRONT, METAL D RING AND DOGCLIP FOR LONG SHOULDER STRAP
WITH METAL SLIDER BUCKLE FOR ADJUSTING THE LENGTH, INTERIOR FLOCK CLOTH LINING
PHONE POCKET AND #3 NYLON ZIPPER POCKET, BACK ZIP COMPARTMENT #5 NYLON ZIPPER.
SIZE: 8.4" X 6" X 2.6"
FABRICATION
SHELL: 100% PVC
LINING: FLOCK CLOTH

CONTRACT NO.	B2WZS	REFERENCE NO.	803P
DC CODE	PCD	DEPARTMENT NO.	030
DIVISION NO.	Division 4	VENDOR NO.	6056
VENDOR ITEM CODE	ME-18-4150-K	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	RNONE
FACTORY NO.	105807		
DONGGUAN YONGSHENG HANDBAG CO., LTD			
UNIT 2, ZHONGXIN ROAD			
YICUN VILLAGE			
DONGGUAN / ZHONGTANG			
GUANGDONG			
China			
FTY MID NO.	CNDONYON2DON		

KMART	B2XHE	FLORAL PRINT BACKPAONE SIZE BLACK FLOR	38	228	6.800 USD	1,550.40 USD
			CARTONS	PIECES	PIECES	

ITEM: 820013120001
MADE IN CHINA (MAINLAND)
CONTENTS 6 PIECES

STYLE : ME-18-4403-K
KMART // NO BRAND// LADIES HANDBAG
FLORAL PRINT BACKPACK
DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION
BRASS ZIPPER FOR FRONT POCKET AND MAIN
CLOSURE, FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH
BACK STRAPS AND HANDLE IN FLORAL PVC
SLIDER AND SQUARE BUCKLE FOR HOLDING
THE CACK STRAPS. LONG PVC STRPE WITH DOG CLIP ATTACH
3D FLORAL FOR DECORATION
ZIPPER PULLERS IN PVC AND METAL D RING.
FABRICATION: TRIM-100% PVC
ZIPPER-5# IMITATION BRASS ZIPPER
8-9 STITCHES PER INCH
SHELL: 100% PVC
LINGING: 100% POLYESTER
ITEM SIZE: 10.5, 9, 4.5

DATE: September 24, 2018

INVOICE NO.: 201822120138

6056
 MIEN CO LTD
 A5-B,BLK A,12/F,HONGKONG IND CENTRE
 489-491 CASTLE PEAK RD, LAI CHI KOK
 KOWLOON
 Hong Kong

TO: K MART CORPORATION
 3333 Beverly Road
 Hoffman Estates, IL 60179
 US

SHIPPED FROM: Yantian, China
 MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA
 FOB China

CONTRACT NO.	B2XHE	REFERENCE NO.	601P
DC CODE	PCD	DEPARTMENT NO.	030
DIVISION NO.	Division 4	VENDOR NO.	6056
VENDOR ITEM CODE	ME-18-4403-K	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	RNONE

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

K MART	B2XHE	FLORAL PRINT BACKPAONE SIZE WHITE FLOR	38	228	6.800 USD	1,550.40 USD
			CARTONS	PIECES	PIECES	

ITEM: 820013120019
 MADE IN CHINA (MAINLAND)
 CONTENTS 6 PIECES

STYLE : ME-18-4403-K
 K MART // NO BRAND// LADIES HANDBAG
 FLORAL PRINT BACKPACK
 DESCRIPTION: FLORAL PVC BACKPACK WITH IMITATION
 BRASS ZIPPER FOR FRONT POCKRT AND MAIN
 CLOSURE.FRONT POCKET WITH INSIDE LINING IN FLOCK CLOTH
 BACK STRAPS AND HANDLE IN FLORAL PVC
 SLIDER AND SQUARE BUCKLE FOR HOLDING
 THE CACK STRAPS .LONG PVC STRPE WTTTH DOG CLIP ATTACH
 3D FLORAL FOR DECORATION
 ZIPPER PULLERS IN PVC AND METAL D RING.
 FABRICATION:TRIM-100% PVC
 ZIPPER-6# IMITATION BRASS ZIPPER
 8-9 STITCHES PER INCH
 SHELL: 100% PVC
 LINGING:100% POLYESTER
 ITEM SIZE:10.5, 9, 4.5

CONTRACT NO.	B2XHE	REFERENCE NO.	601P
DC CODE	PCD	DEPARTMENT NO.	030
DIVISION NO.	Division 4	VENDOR NO.	6056
VENDOR ITEM CODE	ME-18-4403-K	COUNTRY OF ORIGIN	CHINA (MAINLAND)
BINDING RULING # OR PRECLASS #		CATEGORY	RNONE

FACTORY NO. 105607
 DONGGUAN YONGSHENG HANDBAG CO., LTD
 UNIT 2, ZHONGXIN ROAD
 YICUN VILLAGE
 DONGGUAN / ZHONGTANG
 GUANGDONG
 China
 FTY MID NO. CNDONYON2DON

COMMERCIAL INVOICE

Page 3 of 3

DATE: September 24, 2018

INVOICE NO.: 201822120138

6056
MIEN CO LTD
A5-B,BLK A,12/F,HONGKONG IND CENTRE
489-491 CASTLE PEAK RD, LAI CHI KOK
KOWLOON
Hong Kong

TO: K MART CORPORATION
3333 Beverly Road
Hoffman Estates, IL 60179
US

SHIPPED FROM: Yantian, China
MODE OF TRANSPORTATION: Ocean

SHIPPED TO: Chambersburg, PA

FOB China

PAYMENT TERM Open Acct
ORDER PAYMENT TERMS
DRAWN UNDER OPEN ACCOUNT
LC# NO LC

	QUANTITY (CARTONS)	QUANTITY (INVOICE UNITS)	AMOUNT (US\$)
TOTAL INVOICE	127	762 PIECES	4,523.70 USD

TOTAL US DOLLARS FOUR THOUSAND FIVE HUNDRED TWENTY-THREE DOLLARS AND SEVENTY CENTS ONLY.

We hereby certify that this shipment does not contain solid wood packing material.

MIEN CO LTD	
EMPLOYEE NAME	
EMPLOYEE TITLE	

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDING CORPORATION, *et al.*¹,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**ORDER GRANTING MOTION OF MIEN CO. LTD. TO ALLOW
AND COMPEL PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
UNDER 11 U.S.C. § 503(b) FOR JACLYN SMITH BRANDED AND
PRIVATE LABEL GOODS DELIVERED TO THE DEBTOR POST-PETITION**

Upon the motion (the “Motion”) of Mien Co. Ltd. (“Mien ”), pursuant to sections 105(a) and 503(b) of title 11 of the United States Code, and the Final Order Authorizing Debtors to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Orders Delivered to the Debtors Postpetition, and Satisfy Such Obligations in the Ordinary Course of Business [ECF No. 843], for entry of an order (i) granting

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Mien Co. Ltd. an allowed administrative expense claim in the amount of \$14,286.30 on account of the Jaclyn Smith branded and private label goods delivered to Sears, Roebuck & Co. (the “Debtor”), a debtor and debtor in possession in the above-captioned chapter 11 cases, after the commencement of the Debtor’s bankruptcy case, and (ii) requiring the Debtor to promptly pay such allowed administrative expense claim; and the Court having jurisdiction to decide the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 (a) and (b) and 1334(b); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided and no further notice being required; and upon the Court’s review of the Motion and all responses thereto; and upon the Court’s determination that the legal and factual bases set forth in the Motion establish just cause for the relief requested therein; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Mien Co. Ltd. is granted an administrative expense claim in the amount of \$14,286.30 under 11 U.S.C. § 503(b)(1) for goods delivered post-petition to the Debtor. The Debtor is ordered to pay such administrative expense claim within seven (7) days after the entry of this Order.
3. The entry of this Order is without prejudice to Mien Co. Ltd. to seek any appropriate damages against the Debtor relating to the aforementioned goods delivered to the Debtor post-petition.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: May __, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE